

EXHIBIT N

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al.¹) Case No. 01-01139 (JKF)
) Jointly Administered
Debtors.)
) BALLOT FOR ACCEPTING OR
) REJECTING JOINT PLAN OF
) REORGANIZATION UNDER CHAPTER
) 11 OF THE BANKRUPTCY CODE

Class 8
CDN ZAI PD Claims

**VOTING INSTRUCTIONS AND BALLOT
FOR CLASS 8 CDN ZAI PD CLAIMS**

W. R. Grace & Co. and its affiliated debtors and debtors in possession (collectively, the “Debtors”) are soliciting votes to accept or reject the *First Amended Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code of W. R. Grace & Co., et al., the Official Committee of Asbestos Personal Injury Claimants, the Asbestos PI Future Claimants’ Representative, and the Official Committee of Equity Security Holders Dated February 27, 2009* (as it may be amended or supplemented, the “Plan”) described in the accompanying Disclosure Statement (the “Disclosure Statement”) from the Holders of certain impaired Claims against, and Equity Interests in, the Debtors.

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co. Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food ‘N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., GC Limited Partners I, Inc., (f/k/a Grace Cocoa Limited Partners I, Inc.), GC Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc. GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation., W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (F/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

On March 9, 2009, the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) entered an order approving, among other things, (i) the Disclosure Statement as providing adequate information for Holders of Claims against, or Equity Interests in, the Debtors to make a decision as to whether to accept or reject the Plan and (ii) certain procedures (the “Voting Procedures”) for the solicitation and tabulation of votes to accept or reject the Plan. The Voting Procedures contain important information regarding the balloting process and are included in the Solicitation Package accompanying this Ballot. Please read the Plan, the Disclosure Statement, and the Voting Procedures before submitting your Ballot. Capitalized terms not defined herein shall have the meaning ascribed to them in the Voting Procedures and the Plan.

The accompanying Ballot is to be used for voting with respect to Class 8 CDN ZAI PD Claims only. In order for your vote on behalf of all Holders of Class 8 CDN ZAI PD Claims to be counted, your Ballot must be properly completed, signed, and returned by mail, hand delivery, or overnight courier to the Debtors’ court-approved Voting Agent as follows:

By U.S. Mail:

BMC Group, Inc.
Attn: W. R. Grace Voting Agent
P.O. Box 2007
Chanhassen, MN 55317-2007

By Courier:

BMC Group, Inc.
Attn: W. R. Grace Voting Agent
18750 Lake Drive East
Chanhassen, MN 55317

Your Ballot must be RECEIVED by the Voting Agent no later than 4:00 p.m. (EDT) on May 20, 2009 (the “Voting Deadline”). Facsimiles and electronic submissions will NOT be accepted.

Please note that the Plan can be confirmed by the Bankruptcy Court and thereby made binding on you and all Holders of Class 8 CDN ZAI PD Claims if it is accepted by each class that is entitled to vote. In the event the requisite acceptances are not obtained, the Bankruptcy Court may nevertheless confirm the Plan if it finds that the Plan accords fair and equitable treatment to the class or classes rejecting it and otherwise satisfies the requirements of section 1129(a) and (b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, all Holders of Claims against, and Equity Interests in, the Debtors (including those Holders who abstain from voting on or reject the Plan and those Holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereby.

**SPECIFIC RELEASES BY HOLDERS
OF CLAIMS OR EQUITY INTERESTS**

Please take notice that, as more fully provided for in Section 8.8.7 of the Plan, each Holder of a Claim or Equity Interest who votes in favor of the Plan shall be deemed to have unconditionally released the Asbestos Protected Parties, the Unsecured Creditors’ Committee, the Asbestos PI Committee, the Asbestos PD Committee, the Equity Committee, the Asbestos PI FCR, and the Asbestos PD FCR, and each party’s Representatives, as of the Effective Date, from any and all Claims, SA Claims, SA Damages, obligations, rights, suits, damages, causes of action, remedies, and liabilities of

any nature whatsoever, whether known or unknown, foreseen or unforeseen, matured or unmatured, existing or hereinafter arising, in law, equity or otherwise, that such Entity would have been legally entitled to assert in its own right (whether individually or collectively), based in whole or in part upon any act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date in any way relating or pertaining to, the Debtors or the Reorganized Debtors, their operations on or before the Effective Date, their respective property, the Chapter 11 Cases, or the negotiation, formulation, and preparation of the Plan or any related agreements, instruments, or other documents. In addition to the foregoing, each Holder of a Claim or Equity Interest who receives or retains any property under this Plan shall also be deemed to unconditionally release the Fresenius Indemnified Parties to the same extent as the release in the preceding sentence.

If you have questions about the Ballot, if you did not receive a copy of the Disclosure Statement, Plan, Exhibit Book, or Voting Procedures, or if you received these documents in CD-ROM format and desire to obtain paper copies, you may contact the Voting Agent at (888) 909-0100. Copies of the Plan and related documents are also available on the Debtors' website at www.grace.com and at the website maintained by the Voting Agent at www.bmcgroup.com/wrgrace.

VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT

The accompanying Ballot is for voting purposes only and does not constitute and shall not be deemed to be a proof of claim or interest or an admission by the Debtors of the validity or amount of a claim.

Please follow these instructions to complete the Ballot:

- 1. Read the Plan, the Disclosure Statement, the Voting Procedures, and these instructions.**
- 2. (Item 1) This is the amount of the Class 8 CDN ZAI PD Claims for voting purposes only.**
- 3. (Item 2) Vote to accept or reject the Plan on behalf of the Class 8 CDN ZAI PD Claims by marking an "X" in the box that corresponds to your choice. Please note that, if you vote to accept the Plan, you will be deemed to have given the specific releases set forth in Section 8.8.7 of the Plan on behalf of all Holders of CDN ZAI PD Claims in Class 8.**
- 4. (Item 3) Read, sign, and date the Ballot. An unsigned Ballot will NOT be counted. By signing the Ballot, you make the following certifications:**
 - "I have been provided with a copy of the Plan, the Disclosure Statement, the Exhibit Book, the Voting Procedures, and the exhibits thereto."**

- “I have the full power and authority to vote and accept or reject the Plan on behalf of all of the Holders of Class 8 CDN ZAI PD Claims.”

5. Return the Ballot in the envelope provided. The Ballot must be RECEIVED by the Voting Agent by the Voting Deadline or it will NOT be counted. Facsimiles and electronic submissions will NOT be accepted.

IF YOU HAVE ANY QUESTIONS REGARDING YOUR BALLOT, IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT, PLAN, EXHIBIT BOOK, OR VOTING PROCEDURES, IF YOU RECEIVED COPIES OF THESE MATERIALS IN CD-ROM FORMAT AND DESIRE TO OBTAIN PAPER COPIES, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE VOTING AGENT, BMC GROUP, INC., TOLL-FREE AT (888) 909-0100.

COPIES OF THE PLAN, DISCLOSURE STATEMENT, EXHIBIT BOOK, AND VOTING PROCEDURES (AND ALL EXHIBITS THERETO) ARE ALSO AVAILABLE ON THE DEBTORS’ WEBSITE AT WWW.GRACE.COM AND THE VOTING AGENT’S WEBSITE AT WWW.BMCGROUP.COM/WRGRACE.

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BALLOT

PLEASE COMPLETE THE FOLLOWING:

Item 1. AMOUNT OF CDN ZAI PD CLAIMS. Based upon the payment to be made to the Canadian ZAI PD claims fund pursuant to the CDN ZAI Minutes of Settlement, the aggregate amount of CDN ZAI PD Claims for voting purposes is:

\$X,XXX.XX

Item 2. VOTE ON THE PLAN. The undersigned hereby votes to:

Check one box:

Accept the Plan

002141988

Reject the Plan

992141988

Please note: If you vote to accept the Plan, you will be deemed to have given the specific releases set forth in Section 8.8.7 of the Plan on behalf of all Holders of CDN ZAI PD Claims in Class 8.

Item 3. ACKNOWLEDGEMENTS AND CERTIFICATIONS. By returning this Ballot, the undersigned acknowledges that it has been provided with a copy of the Plan, the Disclosure Statement, Exhibit Book, the Voting Procedures, and all exhibits thereto. The undersigned also certifies that he/she has full power and authority to vote and accept or reject the Plan with respect to and on behalf of all of the Holders of CDN ZAI PD Claims in Class 8.

LAUZON BELANGER S.E.N.C.R.L. in its capacity as representative counsel, on behalf of all Holders of CDN ZAI PD Claims

Signature: _____

Title: _____

Street Address: _____

City, State, and Zip Code: _____

Telephone Number: _____

Date: _____

02100000574670 *02100000574670*

NAME
STREET ADDRESS
CITY, STATE ZIP

SAMPLE

2141988 *2141988*
K&E 13296153.11